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The Great House of Wine, Inc.

Compagnie le Grande Maison des Vins

P. O. Box 880
Key Largo, FL 33037
Phone (305) 853-5155
Fax (305) 852-3280

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

August 26, 1997

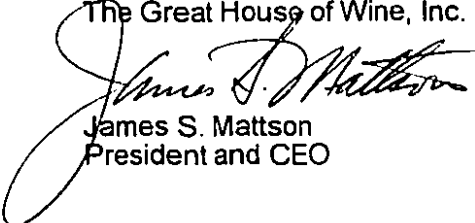
Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed is an original and one copy of the First Amended Articles of Incorporation of "The Great House of Wine, Inc." Please file the original and return the file-stamped copy to us.

Enclosed is the \$35 filing fee.

Sincerely yours,
The Great House of Wine, Inc.


James S. Mattson
President and CEO

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Amend

Associate Member
Family Winemakers of California

Executive Offices
First State Bank Bldg., 2d Floor
9767 Overseas Highway
Key Largo, FL 33037

Telephone: (305) 853-5155
Tallahassee, FL 32314

Florida Distributor's License:
6802312 JDRW (TEMP)
e-mail: jsmattson@lhm.net
garant@lhm.net

VR SEP 8 1997

James S. Mattson, President & CEO
Robert R. Garant, Chief Operating Officer

FIRST AMENDED ARTICLES OF INCORPORATION OF
THE GREAT HOUSE OF WINE, INC.

ARTICLE I.

The name of the corporation ("Corporation") is The Great House
of Wine, Inc.

ARTICLE II.

The corporation shall exist perpetually.

ARTICLE III.

The corporation is organized for the purpose of transacting
any lawful business.

ARTICLE IV.

The street address of the principal office of the Corporation
is 88101 Overseas Highway, Islamorada, Monroe County, Florida
33036. The Corporation's mailing address is P. O. Box 880, Key
Largo, Monroe County, Florida 33037.

ARTICLE V.

The maximum number of shares the Corporation is authorized to
issue is 200,000, all of which shall be common shares with no par
value. The Corporation is authorized to issue no more than 100,000
voting common shares, and 100,000 nonvoting common shares. The
voting common shares shall be designated "Series A Voting Common
Shares," and the nonvoting common shares shall be designated
"Series B Nonvoting Common Shares." Notwithstanding the nonvoting
status of Series B common shares, the holders of those shares are
entitled to vote as a group on any proposed amendment to the
Articles of Incorporation that would affect the rights of the
holders of Series B common shares, as provided by § 607.1004, Fla.

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TALLAHASSEE FLORIDA

Stat. (1995). All Common Shares shall be identical with each other in every respect other than voting rights.

ARTICLE VI.

The Corporation elects to have preemptive rights, as defined in and pursuant to § 607.0630, Fla. Stat. (1995).

ARTICLE VII.

If the shares of the Corporation are equally divided between two shareholders, or two groups of shareholders ("groups"), either shareholder or group may, under circumstances that warrant dissolution of a partnership under Florida law, state a price and terms at which that shareholder or group will sell their shares, or which they will pay to purchase the shares of the other shareholder or group. Said price and terms shall be communicated in writing to each shareholder to whom the offer applies, by certified mail, return receipt requested, to the last known address of each such shareholder, or by any other method that provides proof of delivery. The shareholder or group to which said offer is made shall have thirty days from its receipt to decide whether to buy or sell at the price, and on the terms, offered. The decision to buy or sell shall be communicated to the offeror(s) in the same manner as the offer was communicated. The purchasing shareholder or group shall have thirty days from receipt of the buy or sell decision from the offeree(s) to complete said transaction. If the offeree(s) fail to exercise the right to decide whether to buy or sell, within the thirty day period provided herein, and provided that the offeror(s) can prove that the offer was received by each person entitled to

receipt, the offeror(s) may decide whether to buy or sell at the price and terms indicated. In the event that such is the case, the secretary of the corporation is authorized to record the transfer on the corporate stock ledger and issue new stock certificates as appropriate.

ARTICLE VIII.

The Corporation may purchase life insurance on the lives of its key officers and directors, with the proceeds to be paid to the Corporation and to the heirs and assigns of the insured as the Board of Directors of the Corporation may deem appropriate.

ARTICLE IX.

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE X.

The initial street address of the Corporation's registered office is 97670 Overseas Highway, 2nd Floor, Key Largo, Monroe County, Florida 33037. The initial registered agent for the Corporation at that address is James S. Mattson.

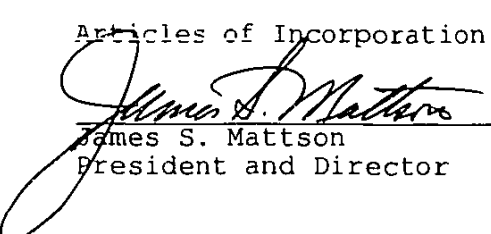
ARTICLE XI.

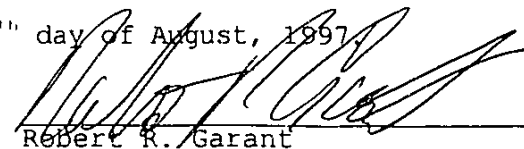
The initial board of directors shall consist of two members. The number of directors may be increased or diminished from time to time as provided in the bylaws, but shall never be less than one. The names and address of the persons who will serve on the initial board of directors are:

James S. Mattson
P. O. Box 509
629 Island Drive
Key Largo, FL 33037

Robert R. Garant
150 Palermo Drive
Islamorada, FL 33036

IN WITNESS WHEREOF, the undersigned shareholders and directors, together owning 100% of the issued and outstanding shares of the Corporation, have executed these First Amended Articles of Incorporation this 25th day of August, 1997.


James S. Mattson
President and Director


Robert R. Garant
Secretary

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